

Exhibit 3

AMAZON.COM, INC., ET AL. vs WDC HOLDINGS LLC, ET AL.
Charles Kuhn on 03/03/2022

1 IN THE UNITED STATES DISTRICT COURT FOR THE
2 EASTERN DISTRICT OF VIRGINIA
3 ALEXANDRIA DIVISION
4 _____
5 AMAZON.COM, INC. and AMAZON :
6 DATA SERVICES, INC., :
7 Plaintiffs, :
8 v. : Case No. 1:20cv484
9 WDC HOLDINGS LLC d/b/a :
10 NORTHSTAR COMMERCIAL :
11 PARTNERS, et al., :
12 Defendants, :
13 _____
14 800 HOYT LLC, :
15 Intervening Interpleader, :
16 Plaintiff, :
17 v. :
18 BRIAN WATSON, WDC HOLDING :
19 LLC, PLW CAPITAL I, LLC, :
20 AMAZON.COM, INC., and :
21 AMAZON DATA SERVICES, INC., :
22 Interpleader Defendants. :
23 _____
24 Hon. Rossie D. Alston, Jr.
25 Hon. Theresa Buchanan

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| <p style="text-align: right;">Page 38</p> <p>1 and showed up in my lobby trying to pursue the 2 property.</p> <p>3 Q Okay. And did he tell you what they were 4 intending to do with it?</p> <p>5 A After a number of conversations, it became 6 evident that he was intending to acquire for data 7 center development.</p> <p>8 Q Besides Kyle Ramstetter, those early 9 discussions, did you talk to anybody else who was a 10 business associate of his, as part of this 11 conversation with Northstar?</p> <p>12 A We spoke to Bob Gibbs. We spoke to Todd with 13 regards to the parcel. When things weren't moving at 14 the speed that Northstar wanted them to move, that's 15 when Kyle came in personally to try and, you know, 16 negotiate on the parcel. I pushed him back to our 17 brokers, Ryan and Kevin Dollard. And the negotiations 18 between all parties mentioned there probably went on 19 for approximately six months. Ultimately, we came to 20 contract and they acquired and developed the property.</p> <p>21 Q Let me ask you, Bob Gibbs, if you are aware, 22 he is with CBRE, is that correct?</p> <p>23 A That's correct.</p> <p>24 Q Okay. And that's a brokerage company that 25 works for international and commercial brokerage</p> | <p style="text-align: right;">Page 40</p> <p>1 transact as we had hoped, and Northstar ended up 2 keeping the land and developing on that 7 acres on 3 behalf of Amazon as well.</p> <p>4 Q Did that cause some bad blood between you 5 and Northstar?</p> <p>6 A Yes.</p> <p>7 Q Okay. So, after that, why have any contact 8 anymore with Kyle Ramstetter?</p> <p>9 A It was our understanding that-- - - I'll call it 10 re-trading on the 7 acres, was driven from Northstar 11 and not being driven from Kyle Ramstetter. And so, 12 when we were marketing a piece on Route 50, the Inova 13 track, Kyle Ramstetter was one of the probably 15 14 different data center groups that were attempting to 15 acquire that parcel from us.</p> <p>16 Q Let's talk about that, the Inova track. Have 17 you ever heard it referred to as White Peaks, or the 18 White Peaks property?</p> <p>19 A My understanding of White Peaks is Kyle 20 Ramstetter left Northstar, formed White Peaks and 21 White Peaks was the group that approached us to 22 acquire the property.</p> <p>23 Q Okay. And that is the property that you 24 called the Inova property, correct?</p> <p>25 A That's correct.</p> |
| <p style="text-align: right;">Page 39</p> <p>1 companies?</p> <p>2 A That's correct.</p> <p>3 Q Okay. After doing this deal that involved 4 Mr. Ramstetter, did you ever have dealings with him 5 again?</p> <p>6 A We had a lot of dealings with Northstar and 7 Kyle pertaining to the acreage that we were parking 8 the trucks on.</p> <p>9 Q Okay. Let me call it, I think it's actually 10 the Shaw Road property?</p> <p>11 A No. It is on Shaw Road. We sold another 12 property on Shaw Road to CyrusOne that we referred to 13 as the Shaw Road Property.</p> <p>14 Q Okay. We'll stick with Sterling property for 15 this one.</p> <p>16 A Perfect.</p> <p>17 Q So tell me about those interactions about 18 the 7 acres where you were parking the cars.</p> <p>19 A When they were acquiring the Sterling 20 property for development, we were going to retain 7 21 acres. And the 7 acres of where we had parked trucks 22 on a corner of the property and we had intended to buy 23 it back. We leased it back with the intention of 24 buying it back from Northstar. And over the period of, 25 let's say, two-two and a half years, that deal did not</p> | <p style="text-align: right;">Page 41</p> <p>1 Q So, just for ease of this deposition, is it 2 okay if we refer to that as the White Peaks parcel?</p> <p>3 A Yes.</p> <p>4 Q Okay. So, I don't want to miss anything, 5 because this is important. The White Peaks parcel, at 6 some point, you decide to market it to data centers, 7 is that right?</p> <p>8 A Correct.</p> <p>9 Q Okay. What made you believe that that parcel 10 was suitable for development for data centers?</p> <p>11 A It had all the right ingredients. It had a 12 lot of power lines coming through the property. It had 13 fiber coming through the property. It had data center 14 neighbors on the property. It was in an area of 15 Loudoun County, that the Loudoun County Board of 16 Supervisors was supporting data center development. It 17 was just the right spot.</p> <p>18 Q Do you recall how much you've paid for that 19 property to originally acquire it?</p> <p>20 A I paid approximately 20 million.</p> <p>21 Q \$20 million. And when did you do that?</p> <p>22 A Approximately 2019.</p> <p>23 Q Now, let me ask you when you paid that 20 24 million, did you go out there and give the guy cash, 25 \$20 million?</p> |

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| <p>1 [Break]</p> <p>2 THE VIDEOGRAPHER: We are back on the</p> <p>3 record. The time is 3:06 p.m.</p> <p>4 BY MR. LITTLE:</p> <p>5 Q Great. Mr. Kuhn, you understand you are</p> <p>6 still under oath?</p> <p>7 A Yes.</p> <p>8 Q Okay. Thank you. So we've been talking about</p> <p>9 this property for a minute that we're going to call</p> <p>10 the White Peaks parcel. And you had just answered some</p> <p>11 questions about marketing and things of that sort,</p> <p>12 what that looks like.</p> <p>13 So, in the course of doing that, you said you</p> <p>14 mentioned the property to Kyle Ramstetter. Was there</p> <p>15 also an individual named Will Camenson who was working</p> <p>16 with Kyle Ramstetter at the time?</p> <p>17 A Yes.</p> <p>18 Q Okay. Do you recall speaking to both of them</p> <p>19 about this property at some point in the time period</p> <p>20 after you acquired it?</p> <p>21 A Yes.</p> <p>22 Q And what was the purpose of those</p> <p>23 conversations?</p> <p>24 A They had known that we acquired the</p> <p>25 property. I'm sure they were working in the area at</p> | <p>1 A Yes, after our one-year holding period, we</p> <p>2 ultimately went under contract with White Peaks for</p> <p>3 purchase.</p> <p>4 Q Okay. Prior to that, did you enter into a</p> <p>5 non-circumvention agreement?</p> <p>6 A Non-circumvention agreement. With who--</p> <p>-</p> <p>-</p> <p>with</p> <p>7 White Peaks?</p> <p>8 Q Yes. With Mr. Ramstetter and Mr. Camenson</p> <p>9 doing business as White Peaks.</p> <p>10 A I would have to go back to the file and see</p> <p>11 exactly what documents we signed. I know we did a</p> <p>12 Purchase and Sale Agreement (PSA). All those Purchase</p> <p>13 and Sale Agreements have different nuances. I'm not</p> <p>14 sure about a non-circumnavigation agreement being in</p> <p>15 there.</p> <p>16 Q Let me ask this. What is a non-circumvention</p> <p>17 agreement?</p> <p>18 A Oh, you're the lawyer. I was going to ask</p> <p>19 you. I'm assuming that means I could not go around the</p> <p>20 White Peaks contract to their ultimate use, is what I</p> <p>21 would assume that meant and I don't recollect that</p> <p>22 that was in that contract or not without referring</p> <p>23 back to counsel.</p> <p>24 Q Let me show you, it's going to pop up on</p> <p>25 that other screen over there. It'll say document one</p> |
| Page 47 | Page 49 |
| <p>1 the time. I'm sure they saw it in the press or maybe</p> <p>2 they picked it up in the tax records. And they</p> <p>3 approached me and told me that they had formed a new</p> <p>4 company, that they had left Northstar, and they wanted</p> <p>5 to know if they could acquire the property.</p> <p>6 Q And what did they tell you, if you can</p> <p>7 recall specifically about their, kind of, current</p> <p>8 business venture?</p> <p>9 A They said that they were going to go out on</p> <p>10 their own. They were going to approach Amazon and</p> <p>11 other hyperscalers about doing development on their</p> <p>12 behalf. Not all that different than Northstar was</p> <p>13 doing on the Sterling property.</p> <p>14 Q Had they mentioned potentially working with</p> <p>15 other data centers folks besides Amazon?</p> <p>16 A They did.</p> <p>17 Q Do you know--</p> <p>-</p> <p>-</p> <p>do you recall and what other</p> <p>18 people they were looking to talk to besides Amazon for</p> <p>19 this parcel?</p> <p>20 A Yes. They'd actually asked if I could make</p> <p>21 an introduction to CyrusOne and Microsoft. And they</p> <p>22 were interested in developing for anyone they could</p> <p>23 really.</p> <p>24 Q And at some point, did you enter into an</p> <p>25 arrangement with them related to this property?</p> | <p>1 in four. And if you select that you should be able to</p> <p>2 see it. Let me know when you've got that on your</p> <p>3 screen. The same for your counsel.</p> <p>4 A Okay.</p> <p>5 Q You go to the other window and click, select</p> <p>6 documents one and four. This is a document that is,</p> <p>7 for the record, previously been marked as N004. Do you</p> <p>8 see that document title Confidentiality, Non-</p> <p>9 disclosure, and Non-circumvention Agreement?</p> <p>10 MS. BREDEHOFT: Alex, Hold on. I don't</p> <p>11 have it yet. So I'm trying to figure out where to go.</p> <p>12 MR. LITTLE: Okay. No worries.</p> <p>13 MS. BREDEHOFT: I thought you said</p> <p>14 Command and Tab.</p> <p>15 MR. LITTLE: Yes, that'll switch you</p> <p>16 over to your last-used window, which should be your</p> <p>17 web browser.</p> <p>18 MS. BREDEHOFT: Hold on, let me see what</p> <p>19 I got here. All right, it's got one document on it?</p> <p>20 MR. LITTLE: Yes. It says document one</p> <p>21 when you click on it, it should pull up the document</p> <p>22 we're all looking at here.</p> <p>23 MS. BREDEHOFT: Okay. Thank you.</p> <p>24 MR. LITTLE: Okay, perfect. Yeah, no</p> <p>25 worries.</p> |